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December 2, 1994

Louis E. Gitomer
Direct Dial: (202)466-6532

Honorable Vernon A. Williams
Secretary
Interstate Commerce Commission
Washington, DC 20423

Dear Secretary Williams:

I have enclosed four originals of each of the two documents described below, to be recorded pursuant to 49 U.S.C. §11303.

I. The first document is a Memorandum of Lease Agreement (ECC Trust No. 1994-1), a primary document, dated as of December 2, 1994. Please record this document under the next available Recordation Number.

The names and addresses of the parties to the Memorandum of Lease Agreement (ECC Trust No. 1994-1) are:

Lessor:

Shawmut Bank Connecticut, National Association
777 Main Street
Hartford, CT 06115

Lessee:

Eastman Chemical Company
P.O. Box 511
100 North Eastman Road
Kingsport, TN 37662

A description of the equipment covered by the Memorandum of Lease Agreement (ECC Trust No. 1994-1) consists of 110 Plastic Pellet Hopper Cars numbered ETCX 158701-158810, inclusive.

II. The second document is a Lease Supplement (ECC Trust No. 1994-1) No. 1, a secondary document, dated as of December 2, 1994. We request that this document be recorded under the A suffix of the Recordation Number for the Memorandum of Lease Agreement (ECC Trust No. 1994-1).

RECORDATION NO. 19079 FILED 1425

DEC 2 - 1994 - 1 10 PM

INTERSTATE COMMERCE COMMISSION

RECORDATION NO. 19079-A FILED 1425

DEC 2 - 1994 - 1 10 PM

INTERSTATE COMMERCE COMMISSION

BALL, JANIK & NOVACK

The Honorable Vernon A. Williams
December 2, 1994
Page 2

The names and addresses of the parties to Lease Supplement (ECC Trust No. 1994-1) No. 1 are:

Lessor:

Shawmut Bank Connecticut, National Association
777 Main Street
Hartford, CT 06115

Lessee:

Eastman Chemical Company
P.O. Box 511
100 North Eastman Road
Kingsport, TN 37662

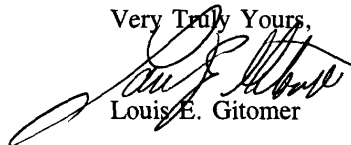
A description of the equipment covered by the Lease Supplement (ECC Trust No. 1994-1) No. 1 consists of 110 Plastic Pellet Hopper Cars numbered ETCX 158701-158810, inclusive.

A fee of \$42.00 is enclosed. Please return three originals of each document to:

Louis E. Gitomer
Ball, Janik & Novack
Suite 1035
1101 Pennsylvania Avenue, N.W.
Washington, DC 20004

A short summary of the documents to appear in the index follows: (1) a Memorandum of Lease Agreement (ECC Trust No. 1994-1) between Shawmut Bank Connecticut, National Association, 777 Main Street, Hartford, CT 06115, and Eastman Chemical Company, P.O. Box 511, 100 North Eastman Road, Kingsport, TN 37662, and (2) Lease Supplement (ECC Trust No. 1994-1) No. 1 between Shawmut Bank Connecticut, National Association, 777 Main Street, Hartford, CT 06115, and Eastman Chemical Company, P.O. Box 511, 100 North Eastman Road, Kingsport, TN 37662, both covering 110 Plastic Pellet Hopper Cars numbered ETCX 158701-158810, inclusive.

Very Truly Yours,



Louis E. Gitomer

Enclosures

Interstate Commerce Commission
Washington, D.C. 20423

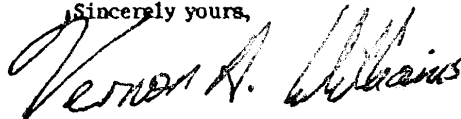
OFFICE OF THE SECRETARY

Louis E. Gitomer
Ball, Janik & Novack
1101 Pennsylvania Ave. NW
Suite 1035
Washington, DC, 20004

Dear Mr. Gitomer:

The enclosed document(s) was recorded pursuant to the provisions of Section 11303 of the Interstate Commerce Act, 49 U.S.C. 11303, on 12 2 94 at 1:10PM, and assigned recordation number(s). 19079 and 19079-A

Sincerely yours,



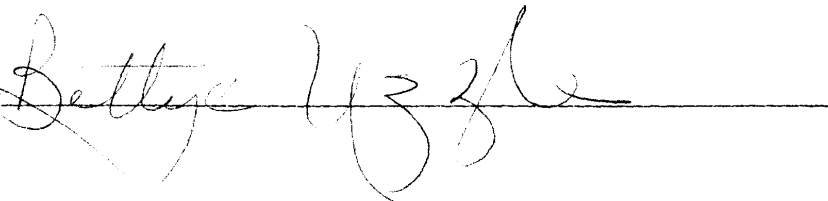
Vernon A. Williams
Secretary

Enclosure(s)

42.00 By

~~\$ 21.00~~ The amount indicated at the left has been received in payment of a fee in connection with a document filed on the date shown. This receipt is issued for the amount paid and in no way indicates acknowledgment that the fee paid is correct. This is accepted subject to review of the document which has been assigned the transaction number corresponding to the one typed on this receipt. In the event of an error or any questions concerning this fee, you will receive a notification after the Commission has had an opportunity to examine your document.

Signature



RECORDATION NO. 19079

FILED 1426

DEC 2 - 1994 - 1 10 PM

EXECUTION COPY

INTERSTATE COMMERCE COMMISSION

MEMORANDUM OF LEASE AGREEMENT
(ECC Trust No. 1994-1)

Dated as of December 2, 1994

between

EASTMAN CHEMICAL COMPANY,
as Lessee,

and

SHAWMUT BANK CONNECTICUT, NATIONAL ASSOCIATION,
not in its individual capacity
except as otherwise expressly provided herein
but solely as Owner Trustee,
as Lessor

FILED WITH THE INTERSTATE COMMERCE COMMISSION
PURSUANT TO 59 U.S.C. § 11303
on December __, 1994 at _____.M.

ECC Trust No. 1994-1

MEMORANDUM OF LEASE AGREEMENT

THIS MEMORANDUM OF LEASE AGREEMENT is made and entered into as of December 2, 1994 by and between SHAWMUT BANK CONNECTICUT, NATIONAL ASSOCIATION, a national banking association ("Shawmut"), not in its individual capacity except as otherwise expressly provided, but solely as Owner Trustee under a Trust Agreement, dated as of December 2, 1994, between General Foods Credit Investors No. 2 Corporation, a Delaware corporation, and Shawmut ("Lessor"), and EASTMAN CHEMICAL COMPANY, a Delaware corporation ("Lessee"), with reference to the following:

1. Lessor has agreed to purchase and lease to Lessee, and Lessee has agreed to lease from Lessor, up to 110 ACF Industries Plastic Pellet Hopper Cars bearing road numbers ETCX158701 through ETCX158810, inclusive, described in the Lease Agreement and in the Lease Supplements to be executed and delivered by Lessor and Lessee from time to time, all pursuant to that certain Equipment Lease Agreement (ECC Trust No. 1994-1), dated as of December 2, 1994 (the "Lease"), between Lessor and Lessee;
2. The Lease shall be effective as of the Closing Date (as defined in the Lease) and shall be subject to the Lease Term (as defined in the Lease).

This Memorandum of Lease Agreement may be executed in any number of counterparts, each executed counterpart constituting an original but all together only one Memorandum of Lease Agreement.

IN WITNESS WHEREOF, the Lessor and the Lessee have caused this Memorandum of Lease Agreement to be delivered in New York, New York by their respective officers on the day and year first above written.

LESSOR:

SHAWMUT BANK CONNECTICUT, NATIONAL
ASSOCIATION,
not in its individual capacity
except as otherwise expressly
provided but solely as Owner
Trustee

By: 

Name: ALAN B. COFFEY

Title: ASSISTANT VICE PRESIDENT

LESSEE:

EASTMAN CHEMICAL COMPANY

By: _____

Name: _____

Title: _____

IN WITNESS WHEREOF, the Lessor and the Lessee have caused this Memorandum of Lease Agreement to be delivered in New York, New York by their respective officers on the day and year first above written.

LESSOR:

SHAWMUT BANK CONNECTICUT, NATIONAL
ASSOCIATION,

not in its individual capacity
except as otherwise expressly
provided but solely as Owner
Trustee

By: _____
Name: _____
Title: _____

LESSEE:

EASTMAN CHEMICAL COMPANY

By: Larry A. Munsey *lpm*
Name: Larry A. Munsey
Title: Treasurer

STATE OF CONNECTICUT)
COUNTY OF HARTFORD) SS

On this _____ day of December, 1994, before me personally appeared ALAN B. COFFEY, to me personally known, who being by me duly sworn, said that he is ASSISTANT VICE PRESIDENT of SHAWMUT BANK CONNECTICUT, NATIONAL ASSOCIATION, that said instrument was signed on behalf of said national banking association on such day by authority of its Board of Directors, and he acknowledged that the execution of the foregoing instrument was the free act and deed of said association.

Michelle K. Blezard
Notary Public

[NOTARIAL SEAL]

MICHELLE K. BLEZARD
NOTARY PUBLIC
My Commission Expires August 31, 1995

My commission expires: _____

STATE OF _____)
COUNTY OF _____) SS

On this _____ day of December, 1994, before me personally appeared _____, to me personally known, who being by me duly sworn, said that he is _____ of EASTMAN CHEMICAL COMPANY, that said instrument was signed on behalf of said corporation on such day by authority of its Board of Directors, and he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

Notary Public

[NOTARIAL SEAL]

My commission expires: _____

STATE OF _____)
) SS
COUNTY OF _____)

On this _____ day of December, 1994, before me personally appeared _____, to me personally known, who being by me duly sworn, said that he is _____ of SHAWMUT BANK CONNECTICUT, NATIONAL ASSOCIATION, that said instrument was signed on behalf of said national banking association on such day by authority of its Board of Directors, and he acknowledged that the execution of the foregoing instrument was the free act and deed of said association.

Notary Public

[NOTARIAL SEAL]

My commission expires: _____

STATE OF Tennessee)
) SS
COUNTY OF Sullivan)

On this 2nd day of December, 1994, before me personally appeared Harry A. Munson to me personally known, who being by me duly sworn, said that he is Treasurer of EASTMAN CHEMICAL COMPANY, that said instrument was signed on behalf of said corporation on such day by authority of its Board of Directors, and he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

Donna A. May
Notary Public

[NOTARIAL SEAL]

My commission expires: May 15, 1995